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Philip C. Dublin  
Sara L. Brauner

*Counsel to the Official Committee of  
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re: : Chapter 11  
: :  
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)  
: :  
Debtors.<sup>1</sup> : (Jointly Administered)  
: :  
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**THIRTY-FIFTH MONTHLY FEE  
STATEMENT OF AKIN GUMP STRAUSS  
HAUER & FELD LLP FOR PROFESSIONAL SERVICES  
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD OF AUGUST 1, 2021 THROUGH AUGUST 31, 2021**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	August 1, 2021 through August 31, 2021
Monthly Fees Incurred:	<b>\$190,157.00</b>
20% Holdback:	<b>\$38,031.40</b>
Total Compensation Less 20% Holdback:	<b>\$152,125.60</b>
Monthly Expenses Incurred:	<b>\$83,797.54</b>
Total Fees and Expenses Requested:	<b>\$235,923.14</b>

This is a   x   monthly        interim        final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Thirty-Fifth Monthly Fee Statement”) covering the period from August 1, 2021 through and including August 31, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Thirty-Fifth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,<sup>2</sup> Akin Gump requests (a) interim allowance and payment of

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<sup>2</sup> The total amount sought for fees and expenses (\$273,954.54) reflects voluntary reductions for the Compensation Period of \$23,032.00 in fees and \$1,981.57 in expenses.

compensation in the amount of \$152,125.60 (80% of \$190,157.00) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$83,797.54<sup>3</sup> incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED  
DURING THE COMPENSATION PERIOD**

**Exhibit A** sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

**Exhibit B** sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

**Exhibit C** sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

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<sup>3</sup> This amount includes: (i) \$80,033.10 of expenses relating to the payment of professional fees and expenses incurred by H5, Akin Gump's document management and e-discovery provider.

**EXPENSES INCURRED  
DURING THE COMPENSATION PERIOD**

**Exhibit D** sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

**Exhibit E** sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

**NOTICE AND OBJECTION PROCEDURES**

Notice of this Thirty-Fifth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Thirty-Fifth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **November 12, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Thirty-Fifth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Thirty-Fifth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Thirty-Fifth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York  
October 28, 2021

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

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*Counsel to the Official Committee of  
Unsecured Creditors of Sears Holdings  
Corporation, et al.*

**Exhibit A**

**Timekeeper Summary**

<b>PARTNERS</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE (\$)</b>	<b>HOURS</b>	<b>AMOUNT (\$)</b>
Sara Brauner	Financial Restructuring	2011	1,265.00	25.90	32,763.50
Philip Dublin	Financial Restructuring	1999	1,655.00	0.80	1,324.00
Dean Chapman	Litigation	2009	1,265.00	37.90	47,943.50
David Zensky	Litigation	1988	1,655.00	3.10	5,130.50
<b>Total Partner</b>				<b>67.70</b>	<b>87,161.50</b>
<b>SENIOR COUNSEL &amp; COUNSEL</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE (\$)</b>	<b>HOURS</b>	<b>AMOUNT (\$)</b>
John Kane	Litigation	2016	970.00	9.40	9,118.00
<b>Total Counsel</b>				<b>9.40</b>	<b>9,118.00</b>
<b>ASSOCIATES AND STAFF ATTORNEYS</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE (\$)</b>	<b>HOURS</b>	<b>AMOUNT (\$)</b>
Zachary Lanier	Financial Restructuring	2017	980.00	11.20	10,976.00
Joseph Szydlo	Financial Restructuring	2019	810.00	12.70	10,287.00
Sean Nolan	Litigation	2018	855.00	5.70	4,873.50
Cynthia Angell	Staff Attorney	2013	930.00	7.60	7,068.00
Russell Collins	Staff Attorney	1998	500.00	118.70	59,350.00
<b>Total Associates</b>				<b>155.90</b>	<b>92,554.50</b>
<b>PARALEGALS &amp; LEGAL ASSISTANTS</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE (\$)</b>	<b>HOURS</b>	<b>AMOUNT (\$)</b>
Kelsey Robins	Financial Restructuring	N/A	245.00	5.40	1,323.00
<b>Total Paralegals &amp; Legal Assistants</b>				<b>5.40</b>	<b>1,323.00</b>
<b>Total Hours / Fees Requested</b>				<b>238.40</b>	<b>190,157.00</b>



<b>ALL PROFESSIONALS</b>	<b>BLENDED RATE (\$)</b>	<b>TOTAL BILLED HOURS</b>	<b>TOTAL COMPENSATION (\$)</b>
Partners and Counsel	1,248.76	77.10	96,279.50
Associates	593.68	155.90	92,554.50
Paralegals/Non-Legal Staff	245.00	5.40	1,323.00
Blended Timekeeper Rate	797.64		
<b>Total Fees Incurred</b>		<b>238.40</b>	<b>190,157.00</b>

**Exhibit B**

**Task Code Summary**

<b>Task Code</b>	<b>Matter</b>	<b>Hours</b>	<b>Value (\$)</b>
2	General Case Administration	0.30	243.00
3	Akin Gump Fee Application/Monthly Billing Reports	17.80	12,846.00
4	Analysis of Other Professionals Fee Applications/Reports	1.20	972.00
7	Creditor Committee Matters/Meetings (including 341 meetings)	1.60	1,432.00
8	Hearings and Court Matters/Court Preparation	1.50	723.50
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	45.80	57,997.00
12	General Claims Analysis/Claims Objection	0.20	253.00
15	Secured Creditors Issues/Communications/Meetings	0.30	294.00
20	Jointly Asserted Causes of Action	160.80	105,220.50
22	Disclosure Statement/Solicitation/Plan/Confirmation	3.60	4,012.50
23	Asset Disposition/363 Asset Sales	5.30	6,163.50
<b>TOTAL:</b>		<b>238.40</b>	<b>190,157.00</b>

**Exhibit C**

**Itemized Fees**

**Akin Gump**  
Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE  
CHIEF RESTRUCTURING OFFICER  
SEARS HOLDING CORP.  
3333 BEVERLY ROAD  
HOFFMAN ESTATES, IL 60179  
ATTN: ROBERT RIECKER

Invoice Number 1957740  
Invoice Date 10/20/21  
Client Number 700502  
Matter Number 0001

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Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

	<u>HOURS</u>	<u>VALUE</u>
002 Case Administration	0.30	\$243.00
003 Akin Gump Fee Application/Monthly Billing Reports	17.80	\$12,846.00
004 Analysis of Other Professionals Fee Applications/Reports	1.20	\$972.00
007 Creditors Committee Matters/Meetings (including 341 Meetings)	1.60	\$1,432.00
008 Hearings and Court Matters/Court Preparation	1.50	\$723.50
010 DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	45.80	\$57,997.00
012 General Claims Analysis/Claims Objections	0.20	\$253.00
015 Secured Creditors Issues/Communications/Meetings	0.30	\$294.00
020 Jointly Asserted Causes of Action	160.80	\$105,220.50
022 Disclosure Statement/Solicitation/Plan/Confirmation	3.60	\$4,012.50
023 Asset Dispositions/363 Asset Sales	5.30	\$6,163.50
TOTAL	<u>238.40</u>	<u>\$190,157.00</u>

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/30/21	JES	002 Monitor docket after business hours (.2); circulate recently filed pleadings to Akin FR team members (.1).	0.30
08/02/21	JES	003 Review and revise draft fee application.	1.50
08/03/21	JES	003 Review invoice for privilege and confidentiality (.5); draft correspondence to members of FR team re same (.2).	0.70
08/09/21	JES	003 Draft fee statement (1.2); draft correspondence to members of FR team re same (.2).	1.40
08/10/21	KER	003 Draft sections of Akin fee application.	2.20
08/11/21	JES	003 Review draft fee application (.4); revise same (.2); review fee and expense data in connection with same (.4).	1.00
08/11/21	KER	003 Draft fee application (1.8); confer with D. Krasa-Berstell re same (.5).	2.30
08/12/21	ZDL	003 Review and revise 8th interim fee application (2.5); correspond with J. Szydlo re same (.2).	2.70
08/12/21	JES	003 Revise and finalize fee application (3.2); correspond with Z. Lanier re same (.2)	3.40
08/13/21	SLB	003 Review Fee Application (.7); confer with UCC member re same (.2).	0.90
08/16/21	ZDL	003 Review fee application prior to filing.	0.60
08/16/21	JES	003 Finalize fee application (.9); coordinate filing of same (.2).	1.10
08/11/21	JES	004 Draft correspondence to Creditors' Committee professionals re fee applications.	0.10
08/12/21	JES	004 Review FTI Fee application.	0.40
08/13/21	JES	004 Review Herrick fee application (.5); correspond with Herrick re same (.2).	0.70
08/12/21	ZDL	007 Call with creditor regarding questions on status and claim.	0.50
08/16/21	JES	007 Call with creditors re case status and updates.	0.80
08/26/21	ZDL	007 Review recently filed pleadings to Akin team.	0.30
08/20/21	JES	008 Draft correspondence to Akin FR team members re upcoming hearing.	0.50
08/20/21	KER	008 Register live lines for attorneys appearing at 8/24/21 hearing.	0.20
08/23/21	ZDL	008 Email with P. DiDonato (Weil) regarding 8/24 hearing status.	0.10
08/30/21	KER	008 Prepare materials requested by attorney for 8/31/21 hearing.	0.70
08/09/21	DLC	010 Review litigation funding materials (.7) follow up with FTI re same (.5).	1.20
08/10/21	DLC	010 Review communications with FTI re litigation financing.	0.20
08/12/21	DLC	010 Review materials from FTI and third party re litigation funding (.6); draft and edit internal memorandum re: funding (2.2).	2.80
08/13/21	DLC	010 Review materials sent by potential litigation funder re financing (.2); participate in call with financer re same (.5); call with S. Brauner and FTI re same (.4).	1.10
08/13/21	SLB	010 Communications with potential funder re funding alternatives (.5); call with D. Chapman and FTI re same (.4); analyze materials re same (1.0).	1.90
08/16/21	DLC	010 Draft analysis re litigation funding materials (.7); circulate same to Akin FR team members (.1); review S. Brauner comments to litigation funding materials (.3), revise analysis re same (.4) confer with FTI re same (.5).	2.00
08/17/21	DLC	010 Review FTI materials re litigation funding (.3) call with FTI re same (.2); send internal update to Akin litigation and FR teams re litigation financing (.3); draft correspondence to potential litigation funder (.3); correspond with S. Brauner re litigation funding (.2).	1.30
08/17/21	SLB	010 Correspondence with D. Chapman re financing issues (.2); revise materials re same (1.0); draft correspondence to P. Dublin re same (.2).	1.40
08/18/21	PCD	010 Review financing materials (.4); call with S. Brauner and D. Chapman re same (.4).	0.80
08/18/21	DLC	010 Call with P. Dublin and S. Brauner re litigation financing (.4); participate in call with FTI re same (.5); confer with third party re same	1.20

SEARS CREDITORS COMMITTEE  
Bill Number: 1957740Page 3  
10/20/21

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.3).	
08/18/21	SLB	010 Participate on call with P. Dublin, D. Chapman and FTI team re financing issues (.4); analyze issues re same (.4); correspondence with FTI team re same (.2).	1.00
08/19/21	DLC	010 Correspond with S. Brauner and FTI re litigation funding issues.	0.40
08/19/21	SLB	010 Correspondence with D. Chapman and FTI re financing issues (.4); revise materials re same (1.4).	1.80
08/20/21	DLC	010 Prepare for (.2) and participate in call with potential litigation funder (.5); circulate update to members of Akin litigation and FR teams re same (.4).	1.10
08/20/21	SLB	010 Participate on call with funder re status and next steps (.5); draft correspondence to members of Akin FR and Lit teams re same (.6); analyze issues re same (.8); correspondence with FTI re same (.4).	2.30
08/20/21	ZDL	010 Review materials re third party litigation funding.	0.60
08/23/21	DLC	010 Compile materials requested by potential litigation funder (1.0); revise case budget (.8); strategize with FTI re litigation financing terms (.5).	2.30
08/23/21	SLB	010 Correspondence with M. Eisler (FTI) re financing issues and related analysis.	0.30
08/23/21	ZDL	010 Review correspondence among Akin team members regarding litigation financing status.	0.40
08/23/21	SMN	010 Compile documents for litigation funding source.	0.90
08/24/21	DLC	010 Review and comment on litigation funding materials (.4); correspond with S. Brauner re same (.3); confer with FTI re same (.3); revise additional litigation funding materials (.6); draft correspondence to members of FR team re same (.3).	1.90
08/24/21	SLB	010 Review and comment on materials re litigation financing (.5); correspondence with D. Chapman re same (.3); draft correspondence to I. Dizengoff re litigation financing and related issues (.2); confer with FTI re same (.5); correspondence with Designees re same (.2).	1.70
08/24/21	ZDL	010 Review presentation regarding litigation funding (.6); analyze next steps regarding the same (.3).	0.90
08/25/21	DMZ	010 Review litigation funding materials (.5); review FTI deck re same (.2); call with D. Chapman re same (.3); prepare for (.2) and attend (.5) call with litigation designees re same.	1.70
08/25/21	DLC	010 Prepare for designee call re litigation financing (.8); review key documents in connection with same (.6); attend call with D. Zensky re materials for designee call (.3); confer with FTI re same (.3); participate in pre-call re litigation financing with members of FR and Lit. teams (.4); participate in designee call re same (.5).	2.90
08/25/21	SLB	010 Prepare for (.3) and participate in (.5) call with Designees and advisors re financing issues; participate in pre-call with members of FR and Lit teams re same (.4); correspondence (.5) and calls (.5) with M. Eisler (FTI) re same; revise materials in connection with the same (1.2).	3.40
08/26/21	DMZ	010 Revise litigation funding analysis (.3) review correspondence to court re litigation financing (.2).	0.50
08/26/21	DLC	010 Review updated litigation financing materials (.4); revise same (.2); confer with FTI re same (.4).	1.00
08/26/21	SLB	010 Draft correspondence to I. Dizengoff, P. Dublin and D. Chapman re financing issues (.3); review materials re same (.4); revise draft documents re same (.8); correspondence with FTI team re same (.2).	1.70
08/26/21	ZDL	010 Review revised materials for litigation financing.	0.70
08/27/21	DLC	010 Review internal correspondence re litigation funding materials sent from FTI.	0.20
08/27/21	SLB	010 Draft correspondence to members of FR and Litigation teams re financing issues and related analysis (.4); revise materials re same (.8); correspondence with potential funder re same (.4).	1.60
08/28/21	SLB	010 Correspondence with FTI re litigation funding issues.	0.30

SEARS CREDITORS COMMITTEE  
Bill Number: 1957740

Page 4  
10/20/21

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/31/21	DLC	010 Confer with funder re litigation funding proposal (.3); review and revise internal materials re same (1.2).	1.50
08/31/21	SLB	010 Draft correspondence to members of FR and Lit teams re open issues re potential financing and related analysis (.4); review materials re same (.4).	0.80
08/30/21	DLC	012 Review materials from ASK re damages claims.	0.20
08/23/21	ZDL	015 Review status of 2d circuit oral argument schedule (.1); review appellant reply brief (.2).	0.30
08/02/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.20
08/03/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.40
08/03/21	SMN	020 Review filing on docket of New York D&O insurance coverage action (.1); send update to members of the litigation team re same (.1).	0.20
08/04/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.80
08/04/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	1.00
08/05/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.30
08/06/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.40
08/09/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.40
08/09/21	DLC	020 Draft internal correspondence to members of litigation team re defendant in public shareholder action.	0.10
08/10/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.10
08/10/21	DLC	020 Review correspondence from public shareholder defendants (.2); review document production from defendants (.5); review analysis re claims against defendant named in adversary complaint (.3).	1.00
08/10/21	JPk	020 Prepare correspondence to third party regarding document production.	1.50
08/11/21	DLC	020 Confer with H5 re document discovery issues (.1); follow-up with counsel to defendant re same (.1); review internal correspondence re third party document production (.2).	0.40
08/11/21	JPk	020 Correspond with counsel to third parties to adversary proceeding regarding documents produced therein (1.0); review productions in connection with same (.8).	1.80
08/12/21	DLC	020 Review document review memoranda (1.2); review third party communications re discovery (.2).	1.40
08/13/21	DLC	020 Review memoranda re hot documents.	1.00
08/16/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	5.50
08/17/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.50
08/18/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.90
08/18/21	DLC	020 Review proposed settlement agreement with public shareholder (.7) circulate comments to same (.3).	1.00
08/18/21	JPk	020 Review correspondence from third parties to adversary proceeding regarding document productions.	2.10
08/19/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.40
08/19/21	DLC	020 Review hot documents (.3); correspond with counsel to third party re same (.2).	0.50
08/19/21	JPk	020 Correspond with counsel to third party regarding privilege log (.6); call with counsel for third party regarding same (.3).	0.90
08/20/21	RJC	020 Conduct review of discovery documents in connection with adversary	5.70



SEARS CREDITORS COMMITTEE  
Bill Number: 1957740

Page 5  
10/20/21

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		proceeding.	
08/20/21	JPK	020 Correspond with thirty party counsel re meet and confer.	0.30
08/23/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.80
08/23/21	JPK	020 Prepare for meet and confer with counsel to third party to adversary proceeding.	0.60
08/24/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	5.90
08/24/21	DLC	020 Participate in meet-and-confer with third parties (.5); confer with J. Kane re same (.2).	0.70
08/24/21	JPK	020 Prepare for (1.0) and attend (0.5) meet and confer with third party to adversary proceeding; correspond with counsel to third party to adversary proceeding re same (0.5); confer with D. Chapman re same (.2).	2.20
08/24/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.60
08/25/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.10
08/25/21	SMN	020 Draft correspondence to D. Chapman re insurance proceeds exhausted by defendants in adversary proceeding.	0.30
08/26/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.20
08/26/21	DLC	020 Review correspondence from opposing counsel to court re adversary proceeding (.2); analyze next steps in connection with same (.3).	0.50
08/26/21	SMN	020 Review letter re Tribune decision filed by defendants (.1); review Second Circuit's decision in Tribune (.4).	0.50
08/27/21	DMZ	020 Review and revise draft letter to court.	0.40
08/27/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.10
08/27/21	DLC	020 Review letter to court re Tribune decision (.1) revise same (.4); review additional supplemental letter to Court re same (.2) draft correspondence to members of litigation team re same (.3).	1.00
08/27/21	SLB	020 Review letters filed by defendants re Tribune decision.	0.30
08/27/21	ZDL	020 Review recently filed letters regarding adversary proceeding.	0.20
08/27/21	SMN	020 Revise letter to Court in response to letter from Defendants (.8); correspond with ASK re same (.4); finalize same for filing (.2); review new cases implicating issues in motion to dismiss briefing (.3).	1.70
08/28/21	DLC	020 Review key case law re claims asserted in adversary complaint (.5); review arguments raised in letter to court (.3); review related materials concerning advisor liability (1.0); draft outline of response (1.1).	2.90
08/28/21	JES	020 Review letters filed by plaintiffs and defendants in Adversary Proceeding.	0.30
08/29/21	DLC	020 Review key documents in connection with response to letter to Court.	0.50
08/29/21	CPA	020 Prepare materials in connection with Designee oversight of Jointly Asserted Causes of Action.	5.10
08/30/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	5.50
08/30/21	DLC	020 Review key materials in connection with drafting reply to letter to Court (1.2); revise letter to Court (2.3)	3.50
08/30/21	SLB	020 Correspondence with FTI re open issues in connection with jointly asserted causes of action (.2); review and comment on materials re same (.9).	1.10
08/30/21	CPA	020 Prepare and revise materials in connection with Designee oversight of Jointly Asserted Causes of Action.	2.50
08/30/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.2); review letter to Court filed by certain defendants (.1).	0.30
08/31/21	DMZ	020 Review defendants' letter to court re Tribune (.2); review and revise response letter (.3).	0.50

SEARS CREDITORS COMMITTEE  
Bill Number: 1957740

Page 6  
10/20/21

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/31/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.50
08/31/21	DLC	020 Revise letter to Court (1.0); draft correspondence to lit. team members re same (.4); circulate same to clients for review with cover memorandum (.7).	2.10
08/31/21	ZDL	020 Review letters submitted by counsel to certain defendants (.3); review Tribune III decision (.3); review proposed response letter (.3).	0.90
08/31/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.20
08/03/21	SLB	022 Confer with G. Fail re open issues in connection with Effective Date (1.0); analyze issues re same (.5); correspondence with Z. Lanier re same (.2).	1.70
08/03/21	ZDL	022 Review confirmation order in connection with effective date matters (.6) correspond with S. Brauner re same (.2).	0.80
08/16/21	ZDL	022 Review confirmation order/plan and other documents regarding consent right issues.	0.30
08/26/21	ZDL	022 Review plan and litigation trust agreement regarding post-confirmation issues.	0.80
08/13/21	SLB	023 Correspondence with Debtors' counsel re Transform document retention issues (.4); correspondence with Transform's counsel re same (.3); analyze issues re same (.4).	1.10
08/13/21	JES	023 Call with creditor re case status and update on admin claims consent program.	0.50
08/16/21	SLB	023 Confer with J. Marcus (Weil) re Transform document retention issues (.3); analyze same (.4); correspondence with Transform and Debtors' counsel re same (.2).	0.90
08/16/21	SLB	023 Confer with J. Marcus re proposed asset settlement (.2); analyze issues re same (.6); draft correspondence to members of FR and Lit teams re same (.2); prepare summary for UCC re same (.3).	1.30
08/17/21	SLB	023 Correspondence with J. Marcus (Weil) re Transform document destruction issues (.2); correspondence with Transform's counsel re same (.2).	0.40
08/17/21	ZDL	023 Review Transform appellant brief in APA appeal.	1.10
Total Hours			238.40

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
D M ZENSKY	3.10	at	\$1655.00	=	\$5,130.50
P C DUBLIN	0.80	at	\$1655.00	=	\$1,324.00
D L CHAPMAN	37.90	at	\$1265.00	=	\$47,943.50
S L BRAUNER	25.90	at	\$1265.00	=	\$32,763.50
J P KANE	9.40	at	\$970.00	=	\$9,118.00
Z D LANIER	11.20	at	\$980.00	=	\$10,976.00
S M NOLAN	5.70	at	\$855.00	=	\$4,873.50
J E SZYDLO	12.70	at	\$810.00	=	\$10,287.00
R J COLLINS	118.70	at	\$500.00	=	\$59,350.00
C P ANGELL	7.60	at	\$930.00	=	\$7,068.00
K E ROBINS	5.40	at	\$245.00	=	\$1,323.00

Current Fees

\$190,157.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

**Exhibit D**

**Disbursement Summary**

**DISBURSEMENT SUMMARY**

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	284.16
Computerized Legal Research – Other	337.14
Computerized Legal Research – Courtlink – in Contract 50% Discount	897.13
Computerized Legal Research – Westlaw – in contract 30% discount	2,246.01
Professional Fees – Miscellaneous	80,033.10
<b>TOTAL:</b>	<b>83,797.54</b>

**Exhibit E**

**Itemized Disbursements**

SEARS CREDITORS COMMITTEE  
Bill Number: 1957740

Page 7  
10/20/21

Computerized Legal Research - Lexis - in contract 30% discount	\$284.16
Computerized Legal Research - Other	\$337.14
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$897.13
Computerized Legal Research - Westlaw - in contract 30% discount	\$2,246.01
Professional Fees - Miscellaneous	\$80,033.10

Current Expenses	<u>\$83,797.54</u>
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<u>Date</u>		<u>Value</u>
08/02/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 8/2/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
08/02/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/2/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
08/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
08/03/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-31490 DATE: 8/3/2021 Key Document Identification (hrs); data management hrs.	\$393.75
08/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
08/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
08/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
08/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 8/5/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
08/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/5/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
08/05/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-31263 DATE: 8/5/2021	\$79,639.35

SEARS CREDITORS COMMITTEE  
Bill Number: 1957740Page 8  
10/20/21

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	Data Hosting; Hosting Project Management Hrs; User Fees	
08/09/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 8/9/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
08/09/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/9/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
08/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/10/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
08/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/11/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
08/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/11/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
08/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/11/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
08/12/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 8/12/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
08/12/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/12/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
08/16/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 8/16/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
08/16/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/16/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
08/17/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/17/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
08/18/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/18/2021 AcctNumber: 1003389479	\$22.39

SEARS CREDITORS COMMITTEE  
Bill Number: 1957740

Page 9  
10/20/21

08/18/21	ConnectTime: 0.0 Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/18/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
08/18/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/18/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
08/18/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: LANIER ZACH; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$73.26
08/18/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: LANIER ZACH; Charge Type: DOC ACCESS; Quantity: 3.0	\$210.90
08/19/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 8/19/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
08/19/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/19/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
08/23/21	Computerized Legal Research - Courtlink - In Contract 50% Discount COURTLINK IN CONTRACT AND OUT OF CONTRACT CHARGES FOR BILLING PERIOD: 6/1/2021-6/30/2021	\$470.88
08/23/21	Computerized Legal Research - Courtlink - In Contract 50% Discount COURTLINK IN CONTRACT AND OUT OF CONTRACT CHARGES FOR BILLING PERIOD: 7/1/2021-7/31/2021	\$426.25
08/23/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 8/23/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
08/23/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/23/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
08/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/24/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
08/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/25/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39



SEARS CREDITORS COMMITTEE  
Bill Number: 1957740

Page 10  
10/20/21

08/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/25/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
08/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/25/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
08/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 8/26/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
08/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 8/26/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
08/30/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 8/30/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
08/30/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/30/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
08/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2108 DATE: 8/31/2021 - Document retrieval in various courts.	\$59.06
08/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2108 DATE: 8/31/2021 - Document retrieval in various courts.	\$118.13
08/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2108 DATE: 8/31/2021 - Document retrieval in various courts.	\$41.92
08/31/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 8/31/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
08/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2108 DATE: 8/31/2021 - Document retrieval in various courts.	\$16.77
08/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2108 DATE: 8/31/2021 - Document retrieval in various courts.	\$50.63
08/31/21	Computerized Legal Research - Other	\$50.63

SEARS CREDITORS COMMITTEE  
Bill Number: 1957740

Page 11  
10/20/21

VENDOR: COURTALERT.COM, INC  
INVOICE#: 328396-2108 DATE:  
8/31/2021  
- Document retrieval in various courts.

Current Expenses	<u>\$83,797.54</u>
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<b>Total Amount of This Invoice</b>	<b><u>\$273,954.54</u></b>
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<b>Prior Balance Due</b>	<u>\$7,426,856.79</u>
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<b>Total Balance Due Upon Receipt</b>	<b><u>\$7,700,811.33</u></b>
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**Invoice Date:** 8/3/2021

**Invoice Number:** INV-31490

**Billing  
Address:**

Ms. Roxanne Tizravesh  
Akin Gump Strauss Hauer & Feld LLP  
One Bryant Park  
Bank of America Tower  
New York NY 10036

H5  
595 Market Street, Suite 610  
San Francisco CA 94105  
(415) 625-6700  
clientbilling@h5.com

**Client Matter**

In re: Sears Holding Corp.

**Client Matter #**

18-23538

**Start Date**

7/1/2021

**End Date**

7/31/2021

**Terms**

Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
<b>Key Document Identification (Hours)</b> <i>Answer questions on Macerich search results.</i>	0.25	\$450.00	\$112.50
<b>Data Management (Hours)</b> <i>Load defendant and 3rd party productions to DART to be available for future search requests</i>	1.25	\$225.00	\$281.25

This invoice is for search/review services only.  
eDiscovery services will be billed separately.

**Subtotal** \$393.75

**Tax Total** \$0.00

**Total** \$393.75

**If Payment by Check**

H5  
PO Box 347549  
Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

**If Payment by Wire or ACH**

H5  
Silicon Valley Bank  
3003 Tasman Drive, Santa Clara, CA  
Acct: 33 00 79 53 58  
Routing: 121 140 399

**If Payment by American Express**

Please email clientbilling@h5.com  
to inquire.

*Sorry, we do not accept VISA or  
Mastercard at this time.*



**Invoice Date:** 8/5/2021

**Invoice Number:** INV-31263

**Billing  
Address:**

Ms. Roxanne Tizravesh  
Akin Gump Strauss Hauer & Feld LLP  
One Bryant Park  
Bank of America Tower  
New York NY 10036

H5  
595 Market Street, Suite 610  
San Francisco CA 94105  
(415) 625-6700  
clientbilling@h5.com

**Client Matter**

In re: Sears Holding Corp.

**Client Matter #**

**Start Date**

7/1/2021

**End Date**

7/31/2021

**Terms**

Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Data Hosting (GB)	8,658.1	\$9.00	\$77,922.90
Hosting Project Management (Hours)	1.17	\$185.00	\$216.45
User Fees (Users)	20	\$75.00	\$1,500.00

**Subtotal** \$79,639.35

**Tax Total** \$0.00

**Total** \$79,639.35

**If Payment by Check**

H5  
PO Box 347549  
Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

**If Payment by Wire or ACH**

H5  
Silicon Valley Bank  
3003 Tasman Drive, Santa Clara, CA  
Acct: 33 00 79 53 58  
Routing: 121 140 399

**If Payment by American Express**

Please email clientbilling@h5.com  
to inquire.

*Sorry, we do not accept VISA or  
Mastercard at this time.*